

**Constitution**  
**of the Carrington Village Hall Association**  
**7A Main Street, Carrington, EH23 4LR**  
**Surveyors Ref: 212C232AM (7A)**

**1.Name**

The name of the Association shall be CARRINGTON VILLAGE HALL ASSOCIATION (hereinafter referred to as the CVHA).

**2.Area**

The area to be served by the CVHA shall be the village of Carrington and the surrounding area (hereinafter referred to as the said area and as referred to within 4. Membership).

**3.Objectives**

The objectives of the CVHA shall be to secure the establishment, maintenance, and management of a Village Hall for the benefit of the residents in the said area, without discrimination on political, religious or other grounds, by providing facilities for advancement of citizenship or community development. The provision of recreational facilities, or the organisation of recreational activities, with object of improving the conditions of life for the persons for whom the facilities or activities are primarily intended

**4.Membership**

Membership is open to all persons residing in the Carrington Village area as well as those residing at Aikendean, Carrington Barns, Redside, Carrington Mill, Parduvine, Barley Dean, Upper Dalhousie and Stonefield Hill and each of the associated cottages.

All members have voting rights.

The Executive Committee shall be entitled to terminate the membership of a member provided that such member shall have the right to be heard by the Executive Committee before a decision is made.

Associate membership shall be available at the discretion of the committee.

**5.Office Bearers**

The principal office bearers of the CVHA shall be: -

- i. An Honorary Chair
- ii. An Honorary Vice-Chair
- iii. An Honorary Secretary
- iv. An Honorary Treasurer

The office bearers shall be elected at the Annual General Meeting and shall hold office until the next Annual General Meeting. They shall be eligible for re-election. There is no time limit put on the office bearers standing, so long as they are re-elected every year.

The Executive Committee may appoint an Honorary President and one or more Honorary Vice-Presidents who shall hold office for one year and be eligible for re-appointment.

## **6.Executive Committee**

The policy and general management of the affairs of the Association shall be directed by the Executive Committee which shall meet not less than twice a year.

The Executive Committee shall consist of: -

- i. The four elected office bearers of the CVHA.
- ii. Not less than three individual members who shall be elected at the Annual General Meeting, and who shall serve for one year and be eligible for re-election. The additional members shall fairly represent, so far as possible, all parts of the said area.
- iii. Representatives nominated by organisations in terms of Clause 7 hereof.

The Executive Committee shall be entitled to co-opt additional members who shall serve until the next Annual General Meeting and may be co-opted again.

The Executive Committee shall have power to appoint such sub-committees as it may from time to time decide, which sub-committees shall have power of co-option. Sub-committees shall present findings to the Executive committee for consideration of approval.

## **7.Liability of the Executive Committee**

Each member of the Executive Committee undertakes that if the CVHA is wound up while they are a member (or within one year after they cease to be a member), they will contribute-up to a maximum of £1- to the assets of the CVHA, to be applied towards:

Payment of CVHA debts and liabilities contracted before they cease to be a member

Payment of the costs, charges and expenses of winding up CVHA

Adjustments of the rights of the contributories among themselves

## **8.Representatives of Organisations**

Every local organisation making regular use of the hall facilities shall be entitled to nominate one representative to serve on the Committee. Nominated representatives shall serve with the same powers as elected members for a period of one year and shall be eligible for further nomination. An organisation shall be entitled to change its nominated representative at any time. In order to maintain voting rights representatives of organisations must attend a minimum of four meetings per calendar year and this must include the Annual General Meeting.

## **9.Procedure at meetings**

i. Voting – Unless otherwise stated herein, all questions arising at any meeting shall be decided by a majority of those present and voting which shall be a show of hands. In the event of a tied vote an additional vote needs to be carried out. Once further discussion is had, then a secret ballot can proceed. Then, if no change then the vote goes out to the members of the village.

ii. Quorum – 3 of the members shall form a quorum at all Committee Meetings.

iii. Minutes – Minutes shall be kept, and a record of all proceedings shall be entered therein and made available to the membership.

The CVHA Committee will meet no less than 6 times annually.

It may conduct virtual (on-line) meetings by means of a telephone conference, video conferencing facility or similar communications equipment - so long as all participating in the meeting can hear each other and shall be deemed to be ‘present’ in person at the meeting.

For the avoidance of doubt, a vote given by an attendee participating in the meeting through any of these methods will be taken to be given personally. Hybrid (combined regular and virtual) meetings of the CVHA and CVHA Committee shall be valid provided they are conducted in the same manner as meeting described above.

## **10.Finance**

All funds raised by or on behalf of the CVHA shall be applied to further the objectives of the CVHA and for no other purposes.

The Honorary Treasurer shall keep accurate Accounts which shall be independently examined annually. It shall be the responsibility of the Honorary Treasurer to:

- Submit the accounts to the relevant charitable regulatory body or bodies.
- Present up-to-date accounts quarterly to the committee and to members on demand.

Unless by prior consent of two members of the executive committee no items should be purchased by members of the Committee on behalf of the CVHA. Items purchased by Committee members on behalf of the CVHA must be verified by receipt/proof of purchase if the committee member wishes to be re imbursed. Where reimbursement is sought receipt/proof of purchase must be presented to the Honorary Treasurer at the next meeting where reimbursement will be considered. Funds will thereafter be distributed no later than the end of the next meeting. Only persons who are members of the Committee shall be eligible for repayment.

Online banking shall be the responsibility of the Honorary Treasurer. Two party verification shall be required for transactions undertaken online. There shall be three signatories for general accounts with a minimum of two signatories required for payments. Unless by exception one of the signatories should be the Honorary Treasurer in all circumstances.

It is strictly forbidden for two signatories to reside at the same address, be in or have been in a domestic relationship with each other or be members of the same family or hold such a relationship as deemed unsuitable for the purpose of financial accountability as determined by the Executive Committee.

Takings such as they are, must be fully accounted for on every occasion. Receipts must be kept and be made available to the Honorary Treasurer and any other competent member of the Executive committee for review. The counting of money must be undertaken by two persons who meet the same criteria as previously stated for signatories. Where possible this should be undertaken within full view of CCTV, when it is in place. Funds should be held securely on the premises and adequately covered by insurance. Where cash is deemed unable to be held on the premises for whatever reason, this decision must be relayed to the Executive Committee in order that a suitable alternative arrangement may be made.

### **11. Heritable Property and Reserve Fund**

At the point there is enough funds to keep as a reserve fund these may be invested in a separate, secure, interest accruing account. The minimum amount remaining in the basic business account should be £3000 to cover running costs.

The whole property of the CVHA, both moveable and heritable, shall be vested in the Honorary Chair, Honorary Vice Chair, Honorary Treasurer and Honorary Secretary of the CVHA and their successors in office as Honorary Officers of, and Trustees (Office Bearers) for the CVHA with power to the Trustees with the approval of a general meeting of the CVHA members to sell, excamb or otherwise alienate, to buy and to borrow on the security of heritable property whosoever situate and to lease and to grant leases and other rights in heritable property and for these purposes to grant Leases, Dispositions, Standard Securities, Contracts of Excambion or otherwise and to consent to the purchase or sale of any heritable property in which the CVHA has an interest and generally to enter into agreement with purchasers, sellers, tenants, creditors and others.

Since the Abolition of Feu Disposition, Deed Ref. 27825. Lord Dalmeny, Superior, nominated West Green Cottage, Carrington, part of Roseberry Estate, refereed to in Disp. to Lord Dalmeny, recorded 6/11/1997 as dominant tenement in respect of real burdens contained in Feu Disp. by Earl of Roseberry and Midlothian to David Corse Sinclair and others as Trustees, recorded 17/11/2004 in respect of which burdens 0.515 hectare in Parish of Carrington, referred to in said Feu Disp. Shall be the servient tenement. Dated 17/11/2004.

### **12. Annual General Meeting**

An Annual General Meeting shall be held once in each year. All members of the CVHA shall be entitled to attend and to vote (subject to requirements already stated). 14 days notice shall be given by public notice displayed locally and should include the proposed business of the Annual General Meeting. 7 members shall form a quorum at General Meetings of the CVHA.

The business of the Annual General Meeting shall be: -

- i. To receive and adopt the Report of the Executive Committee.
- ii. To receive and adopt the audited accounts for the previous year.
- iii. To elect the office bearers and members of the Executive Committee and to appoint an auditor.
- iv. To hold an open discussion on matters of local interest.
- v. To transact other competent business.

### **13.Special General Meeting**

A special General Meeting may be summoned by: -

- a. The Honorary Chair; or
- b. A Requisition signed by not less than Five members.

The notice calling the meeting shall state the business of the meeting and no other business shall be transacted and the terms of such shall be subject to the deeds

### **14.Dissolution**

If the Executive Committee decides at any time that on the ground of expense or otherwise it is necessary or desirable to dissolve the CVHA, it shall call a public meeting of all persons residing in the said area, of which meeting not less than 14 days notice shall be given. The notice calling said meeting shall be displayed in the said area and shall be advertised in a local newspaper if available and publicised on social media and intimated to Midlothian District Council. If said decision of the Executive Committee is confirmed by a majority of those present and voting at said meeting, the Executive Committee shall intimate immediately said decision to said authorities. In the event of the said authorities failing to make proposals satisfactory to the Executive Committee within a reasonable time, the Executive Committee shall have power to dispose of any assets held by or on behalf of the CVHA. Any assets remaining after satisfaction of all proper debts and liabilities shall be applied towards such charitable purposes for the benefit of the residents of the said area as the Executive Committee shall decide. As stated elsewhere this will be subject to the Feu of Disposition.

### **15.Amendment of Constitution**

This Constitution may be amended by a two-thirds majority of the members present and voting at any General Meeting of the CVHA provided that a majority of the members of the Executive Committee present and voting at said meeting, vote in its favour. 14 days notice shall be given to the Honorary Chair or Honorary Vice Chair of the proposed amendment, together with the names of those who will move and second the resolution and, in the notice calling the meeting, the proposed amendment shall be clearly stated.

## **16. Disputes**

In the event of any difficulty or dispute arising within the CVHA or between the CVHA and its Trustees which cannot be settled by the Executive Committee, such difficulty or dispute shall be referred to a person nominated by a mutually agreed and competent independent party whose decision shall be final and binding on all parties.

## **17. Social Media**

In the event the Executive Committee has an appointed Media Officer. The role of the Media Officer is to promote and publicise CVHA events and activities as agreed by the Committee and, in that regard, to include responsibilities for administering Social Media postings that either imply or state as being posted on behalf of Carrington Village Hall or Carrington Village Hall Association.

The Media Officer and all Committee members shall take due care in any postings anywhere on Social Media, whether in commencing an initial posting or contributing to existing postings, that they;

Do not disclose discussions or opinions expressed by the Committee, or any individual Committee Member, whether from within a Committee Meeting or conducted privately.

Respect the privacy of each Committee member, ensuring their consent before being identified in posts.

Do not post anything that is:

- i. offensive or have a negative impact on the reputation of CVHA.
- ii. contrary to the Objectives of the CVHA as stated in Section 3.
- iii. contrary to current General Data Protection Legislation [GDPR].
- iv. contrary to any other relevant legislation.

In regards to any CVHA event or activity, do not post any identifiable images of any person without their consent. The consent of the parent or Guardian must instead be obtained where that person is under the age of 18 years, as well as the consent of that individual themselves where possible.

## **18. Health and Safety**

The Executive Committee should consider and insure against risks to the Carrington Village Hall and its contractors and users and with specific consideration of destruction of the hall by fire.

All members of the Executive Committee are equally responsible for ensuring that requirements in terms of Health and Safety as determined by the insurer are always adhered to. The appointment of an insurer and the level of cover held within shall be determined by the Executive Committee.